

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	Chapter 11
	)	
CINEWORLD GROUP PLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 22-90168 (MI)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket Nos. 490, 645

**SECOND SUPPLEMENTAL DECLARATION  
OF RICHARD BULMORE IN SUPPORT OF THE DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF ASHURST AS SPECIAL COUNSEL  
TO THE BOARD OF DIRECTORS OF DEBTOR CINEWORLD GROUP PLC**

I, Richard Bulmore, being duly sworn, state the following under penalty of perjury:

1. I am a Partner of Ashurst LLP ("Ashurst"), located at London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW. I have been admitted as a solicitor in England and Wales. There are no disciplinary proceedings pending against me.

2. I submit this second supplemental declaration (this "Second Supplemental Declaration") on behalf of Ashurst in further support of the *Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Ashurst as Special Counsel to the Board of Directors of Debtor Cineworld Group plc* [Docket No. [490]] (the "Application")<sup>2</sup> of the Debtors. This Second Supplemental Declaration supplements the disclosures set forth in the *Declaration of Richard Bulmore in Support of the Debtors' Application for Entry of an Order Authorizing the*

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<sup>1</sup> A complete list of each of the debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors") may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/cineworld>. The location of Debtor Cineworld Group plc's principal place of business and the Debtors' service address in these chapter 11 cases is: 8th Floor Vantage London, Great West Road, Brentford, England, TW8 9AG, United Kingdom.

<sup>2</sup> Capitalized terms used in this Second Supplemental Declaration but not otherwise defined herein shall have the meanings ascribed to such terms in the Application or the Original Declaration (as defined herein).

*Employment and Retention of Ashurst as Special Counsel to the Board of Directors of Debtor Cineworld Group plc* [Docket No. 490], Ex. A] (the “Original Declaration”) and the *First Supplemental Declaration of Richard Bulmore in Support of the Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Ashurst as Special Counsel to the Board of Directors of Debtor Cineworld Group plc* [Docket No. 490], (collectively with the Original Declaration, the “Prior Declarations”). Unless otherwise stated in this Second Supplemental Declaration, I have personal knowledge of the facts set forth herein.

3. This Second Supplemental Declaration is submitted pursuant to section 327 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, Bankruptcy Local Rule 2014-1, and the Prior Declarations. All facts set forth herein are based upon my personal knowledge of Ashurst's practices and Ashurst's representation of the Debtors and information learned from my review of relevant documents and information supplied to me by other parties, including partners or employees of Ashurst. No one individual at Ashurst has personal knowledge of all of the facts set forth in this Second Supplemental Declaration.

4. Following the filing of the Application and the Prior Declarations, the Debtors provided Ashurst an additional list of Potential Parties in Interest. Attached hereto as **Schedule 1** is a list of those additional Potential Parties in Interest that were not previously identified in Schedule 1 of the Application or the Prior Declarations (the “Supplemental Conflicts List”).

5. In performing its ongoing obligation to continually monitor its potential conflicts and connections pursuant to Bankruptcy Rule 2014(a), Ashurst performed additional searches of its internal conflicts database for connections with parties identified in the Supplemental Conflicts List.

6. Attached hereto as **Schedule 2** is a list of additional Potential Parties in Interest with connections to Ashurst, which connections were discovered after the submission of the Original Declaration.

7. As disclosed on Schedule 2, certain Potential Parties in Interest are current or former Ashurst clients. Ashurst has not represented, nor will Ashurst represent, any of these parties or any of their affiliates in any matter related to these chapter 11 cases. I believe that the supplemental disclosures identified on **Schedule 2** do not impact Ashurst's disinterestedness. I reserve the right to further supplement the Prior Declarations or this Second Supplemental Declaration in the event that Ashurst learns of any additional connections that require disclosure. To the extent any information disclosed herein requires amendment, modification, or supplementation as additional information becomes available, a further supplemental declaration will be filed with this Court pursuant to Bankruptcy Rule 2014(a).

8. Accordingly, to the best of my knowledge, Ashurst is and remains a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, in that Ashurst: (a) is not a creditor, equity security holder, or insider of the Debtor; (b) was not, within two years before the Petition Date, a director, officer, or employee of the Debtor; and (c) does not have an interest materially adverse to the interest of the Debtors’ estate or of any class of creditors or equity security holders.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 9, 2023

/s/ Richard Bulmore

Richard Bulmore

Partner

Ashurst

**SCHEDULE 1<sup>1</sup>**

**List of Schedules**

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Lease Counterparties
1(b)	Litigation Parties/Competitors
1(c)	Top 200 and Significant Vendors
1(d)	Marketing Process Parties
1(e)	Screen Advertising Parties

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<sup>1</sup> Ashurst has redacted the Marketing Process Parties and the Screen Advertising Parties identified herein and filed this Second Supplemental Declaration under seal pursuant to the *Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Debtors' Professional Declarations* [Docket No. 1385].

**SCHEDULE 1(a)**

**Lease Counterparties**

14700 Baltimore Avenue Investors LLC	Strategic Value Class 7 B LLC
3503 RP Ontario 4th Street, LLC	SVCN 5 LLC
AAM - Bossier Corners, LLC	Teachers Insurance and Annuity Association of America
AI FIRE, INC.	Union Deposit Corporation
AIM Cine Holdco, LLC	Wilshire Rexford Associates
ARE-MA Region No. 88 Tenant, LLC	WPG Legacy, LLC.
BDC Sonora L.P.	
BMA North Village LLC	
BP Kingstowne Theatre LLC	
Broward Mall LLC	
Centennial Real Estate Company	
Cerritos TC Property, LLC	
Charles River Bellingham II LLC	
Circle Centre Mall LLC	
Deutsche Asset & Wealth Management	
DLC Management Corp.	
DS Shopping Center, LLC	
DTA Leasehold Owner LLC	
E3 Realty MA Advisors, LLC	
Fox Tower, LLC	
GKC SV SMA I, LLC	
Gold's Plaza, LLC	
Hafa Adai Bakery	
J&M Karsant Family Limited Partnership	
J.C.Tenorio Enterprises, Inc	
Keystone Real Estate Lending Group, L.P.	
KRE Colonie Owner LLC	
Laguna Village Investors, LLC	
Leaf Capital Funding, LLC	
Lighting Technologies International LLC	
Marianas Management Corporation	
MGP XI-GPI Laurel Plaza, LLC	
Novak Webster Place, LLC	
OCT Stonefield Owner, LLC	
Parkridge Center Retail, LLC	
PGIM Real Estate	
Pried Holding Company, LLC	
Pyramid Management Group, LLC	
Rialto Capital Advisors, LLC	
Rosebud Wellington Regal One, LLC	
Soledad Entertainment LLC	
Star-West Great Northern Mall LLC	
Star-West Parkway Mall LP	

**SCHEDULE 1(b)**

**Litigation Parties/Competitors**

Cineplex Inc

**SCHEDULE 1(c)**

**Top 200 and Significant Vendors**

Twentieth Century Fox Film Corporation



**SCHEDULE 1(d)**

**Marketing Process Parties**

**[Filed Under Seal]**

**SCHEDULE 1(e)**

**Screen Advertising Parties**

**[Filed Under Seal]**

**SCHEDULE 2<sup>1</sup>**

**Disclosures**

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<sup>1</sup> Ashurst has redacted the Marketing Process Parties and the Screen Advertising Parties identified on Schedule 1 and filed this Second Supplemental Declaration under seal pursuant to the *Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Debtors' Professional Declarations* [Docket No. 1385].

**List of Potential Parties in Interest that are Ashurst Clients**

<b>Name of entity searched</b>	<b>Name of entity and/or affiliate that is an Ashurst client</b>	<b>Status</b>
<b><u>Lease Counterparties</u></b>		
14700 Baltimore Avenue Investors LLC		Not a client
3503 RP Ontario 4th Street, LLC		Not a client
AAM - Bossier Corners, LLC		Not a client
AI FIRE, INC.		Not a client
AIM Cine Holdco, LLC		Not a client
ARE-MA Region No. 88 Tenant, LLC		Not a client
BDC Sonora L.P.		Not a client
BMA North Village LLC		Not a client
BP Kingstowne Theatre LLC	Shareholder: Boston Properties is a client	Not a client
Broward Mall LLC		Not a client
Centennial Real Estate Company		Not a client
Cerritos TC Property, LLC	Various MetLife entities are client	Not a client
Charles River Bellingham II LLC		Not a client
Circle Centre Mall LLC		Not a client
Deutsche Asset & Wealth Management	Various Deutsche Bank entities are clients	Not a client
DLC Management Corp.		Not a client
DS Shopping Center, LLC		Not a client
DTA Leasehold Owner LLC		Not a client
E3 Realty MA Advisors, LLC		Not a client
Fox Tower, LLC		Not a client
GKC SV SMA I, LLC		Not a client
Gold's Plaza, LLC		Not a client
Hafa Adai Bakery		Not a client
J&M Karsant Family Limited Partnership		Not a client
J.C.Tenorio Enterprises, Inc		Not a client
Keystone Real Estate Lending Group, L.P.		Not a client
KRE Colonie Owner LLC		Not a client
Laguna Village Investors, LLC		Not a client
Leaf Capital Funding, LLC		Not a client
Lighting Technologies International LLC		Not a client
Marianas Management Corporation		Not a client
MGP XI-GPI Laurel Plaza, LLC		Not a client
Novak Webster Place, LLC		Not a client
OCT Stonefield Owner, LLC		Not a client
Parkridge Center Retail, LLC		Not a client

<b>Name of entity searched</b>	<b>Name of entity and/or affiliate that is an Ashurst client</b>	<b>Status</b>
PGIM Real Estate	Various Prudential entities are clients	Not a client
Pried Holding Company, LLC		Not a client
Pyramid Management Group, LLC		Not a client
Rialto Capital Advisors, LLC		Not a client
Rosebud Wellington Regal One, LLC		Not a client
Soledad Entertainment LLC		Not a client
Star-West Great Northern Mall LLC		Not a client
Star-West Parkway Mall LP		Not a client
Strategic Value Class 7 B LLC		Not a client
SVCN 5 LLC		Not a client
Teachers Insurance and Annuity Association of America	Teachers Insurance and Annuity Association of America	Former
Union Deposit Corporation		Not a client
Wilshire Rexford Associates		Not a client
WPG Legacy, LLC		Not a client
<b><u>Litigation Parties/Competitors</u></b>		
Cineplex Inc		Not a client
<b><u>Top 200 and Significant Vendors</u></b>		
Twentieth Century Fox Film Corporation	Parent: Walt Disney is a client	Not a client
<b><u>Marketing Process Parties</u></b>		
[Filed Under Seal]		
<b><u>Screen Advertising Parties</u></b>		
[Filed Under Seal]		